

Delaware

PAGE 1

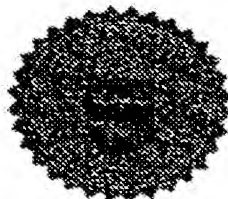
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "VTEL CORPORATION", CHANGING ITS NAME FROM "VTEL CORPORATION" TO "FORGENT NETWORKS, INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF JANUARY, A.D. 2002, AT 11 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2197785 8100

020026725



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1560005

DATE: 01-15-02

COPY ONLY
NOT FOR RECORDATION

**CERTIFICATE OF AMENDMENT
TO THE FOURTH AMENDED RESTATED
CERTIFICATE OF INCORPORATION
OF VTEL CORPORATION**

It is hereby certified that:

1. The name of the corporation (the "Corporation") is VTEL Corporation.
2. This amendment to the Corporation's Fourth Amended Restated Certificate of Incorporation (the "Certificate of Incorporation") hereby amends Article I of the Certificate of Incorporation to read as follows:

**"Article I
Name**

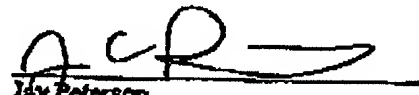
The name of the Corporation is Forgent Networks, Inc."

3. The foregoing amendment (the "Amendment") has been approved by the Corporation pursuant to a resolution of its Board of Directors and thereafter, pursuant to a resolution of the Board of Directors, an annual meeting of the stockholders of the Corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, at which meeting the necessary number of shares as required by statute were voted in favor of Amendment.

4. The Amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

5. This Certificate of Amendment shall become effective on the date and at the time this Certificate of Amendment is duly filed with and accepted by the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF this Certificate of Amendment has been executed for VTEL Corporation, by Jay Peterson, its Chief Financial Officer and Vice President, Finance, this 14 day of January, 2002.


Jay Peterson,
Chief Financial Officer and
Vice President, Finance

DALLAS 678452-1 23361-00001

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 11:00 AM 01/15/2002
020026725 - 2197785

COPY ONLY
NOT FOR RECORDATION